

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re TPC GROUP INC., Debtor. Federal EIN: 3618	Chapter 11 Case No. 22-10493 (___)
In re TPC HOLDINGS, INC., Debtor. Federal EIN: 7380	Chapter 11 Case No. 22-10494 (___)
In re TPC GROUP LLC, Debtor. Federal EIN: 8313	Chapter 11 Case No. 22-10495 (___)
In re TP CAPITAL CORP., Debtor. Federal EIN: 6248	Chapter 11 Case No. 22-10496 (___)
In re TEXAS BUTYLENE CHEMICAL CORPORATION, Debtor. Federal EIN: 7440	Chapter 11 Case No. 22-10497 (___)

In re

**TEXAS OLEFINS DOMESTIC
INTERNATIONAL SALES CORPORATION,**

Debtor.

Federal EIN: 4241

Chapter 11

Case No. 22-10498 (___)

In re

TPC PHOENIX FUELS LLC,

Debtor.

Federal EIN: 9133

Chapter 11

Case No. 22-10499 (___)

In re

PORT NECHES FUELS, LLC,

Debtor.

Federal EIN: 1641

Chapter 11

Case No. 22-10500 (___)

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TPC Group Inc. and its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) hereby move (the “**Motion**”) for entry of an order, substantially in the form attached as **Exhibit A**, directing the joint administration of these cases for procedural purposes only and granting related relief pursuant to section 342(c)(1) of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”), Rules 1005, 1015(b) and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the

“**Local Rules**”). In support of the Motion, the Debtors rely upon and incorporate by reference the *Declaration of Robert Del Genio in Support of Debtors’ Chapter 11 Petitions and Related Requests for Relief* (the “**First Day Declaration**”) filed concurrently herewith. In further support of the Motion, the Debtors respectfully state as follows:¹

BACKGROUND

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. No trustee, examiner, or official committee has been appointed in these cases. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. The Debtors are a leading North American producer and processor of intermediate and specialty chemicals and fuel derivatives. Their products are critical to a wide range of end-markets and applications, including synthetic rubber, fuels, lubricants, plastics, and surfactants. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the First Day Declaration.

JURISDICTION AND VENUE

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

4. The Debtors consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. The statutory and legal predicates for the relief requested herein are section 342(c)(1) of the Bankruptcy Code, Bankruptcy Rules 1005, 1015(b) and 2002(n) and Local Rules 1015-1 and 9013-1.

RELIEF REQUESTED

6. By this Motion, the Debtors respectfully request entry of an order, substantially in the form attached as **Exhibit A**, directing joint administration of these cases for procedural purposes only.

7. The Debtors also request that (a) the Court maintain one file and one docket for the jointly-administered chapter 11 cases under the case number assigned to TPC Group Inc., and (b) these chapter 11 cases be administered under a consolidated caption, substantially as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re</p> <p>TPC Group Inc., <i>et al.</i>,</p> <p style="text-align: right;">Debtors.¹</p>	<p>Chapter 11</p> <p>Case No. 22-10493 (____)</p> <p>Jointly Administered</p>
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's

corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77042.

8. The Debtors request that the Court find that the proposed caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n).

9. The Debtors also request that an entry be made on the docket of each of the Debtors' cases, to reflect the joint administration of these cases, substantially similar to the following:

An Order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration of the chapter 11 cases of the following entities: TPC Group Inc.; TPC Holdings, Inc.; TPC Group LLC; Texas Butylene Chemical Corporation; Texas Olefins Domestic International Sales Corporation; TPC Phoenix Fuels LLC; Port Neches Fuels, LLC; and TP Capital Corp. The docket in the chapter 11 case of TPC Group Inc., Case No. 22-10493 (___), should be consulted for all matters affecting the chapter 11 cases of any of the foregoing entities.

10. Further, the Debtors request that the Court authorize them to utilize a combined service list for the jointly-administered chapter 11 cases and that combined notices may be sent to the Debtors' creditors where appropriate.

BASIS FOR RELIEF

11. Under Bankruptcy Rule 1015(b), if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code, as each Debtor is a wholly owned direct or indirect subsidiary of TPC Holdings, Inc. Accordingly, this Court is authorized to grant the relief requested herein.

12. Additionally, Local Rule 1015-1 provides that this Court may order joint administration without notice or a hearing upon the filing of a motion requesting such joint administration and an affidavit or verification establishing that joint administration is warranted and will ease the administrative burden for the Court and the parties.

13. As set forth in the First Day Declaration, entry of an order directing joint administration of the Debtors' chapter 11 cases will avoid duplicative notices, applications and orders, thereby saving the Debtors and parties in interest considerable time and expense, as well as ease the administrative burden on the Court and the parties. The rights of creditors will not be adversely affected because this Motion requests only administrative consolidation of the chapter 11 cases. By aggregating all papers related to the Debtors under the same case caption and docket, creditors and parties in interest will be able to access and review relevant information concerning the Debtors in one place, and will thereby be better able to keep apprised of the matters before this Court.

14. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate and in the best interests of their estates and creditors, and should be granted.

NOTICE

15. Notice of this Motion is not required pursuant to Local Rule 1015-1.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached as **Exhibit A**, granting the relief requested herein and such other relief as is just and proper.

Dated: June 1, 2022
Wilmington, Delaware

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